



## Statutes

### ARTICLE 1: NAME, REGISTERED OFFICE, BUSINESS YEAR

The association bears the name "Klima-Bündnis der europäischen Städte mit indigenen Völkern der Regenwälder | Alianza del Clima e.V." and is entered in the German association register. The association is headquartered in Frankfurt am Main. The business year of the association is the calendar year.

### ARTICLE 2: THE PURPOSE OF THE ASSOCIATION

The purpose of the association is to promote environmental protection as defined by Article 52 of the German Fiscal Code (Abgabenordnung, AO). The association pursues only direct public-benefit aims as defined by the section of the German Fiscal Code entitled "steuerbegünstigte Zwecke" (recognised purposes). The purpose of the association will in particular be achieved via the following measures:

- The continuous reduction of greenhouse gas emissions. The minimum target is the reduction of CO<sub>2</sub> emissions by 10 percent every five years. The important milestone of halving per capita emissions (reference year 1990) should be achieved by 2030 at the latest.
- Extensive reduction of all greenhouse-relevant gases in the municipal sector.
- Avoidance of the use of tropical timber in municipal activities.
- Exchange of information among the municipalities and commissioning of joint reports on the above issues.
- Supporting indigenous peoples by promoting projects.
- Support for the interests of the indigenous peoples of Amazonia in preserving tropical rainforests, these being the very basis of their existence, through titles of ownership and the sustainable use of their territories.
- Informing the public about the stated objectives and targeted promotion of energy saving measures in the private sector.

The association operates on a disinterested basis; its first priority is not the pursuit of its own financial aims. The funds of the association are used only to serve such purposes as are in keeping with these Statutes of association. Members do not obtain any profits or, in their capacity as members, any other allowances from association funds.

No person may be favoured by expenditures which are alien to the purpose of the association or by disproportionate remuneration. If the association is dissolved or its tax-privileged purposes cease, its property shall go to "Brot für die Welt" to

be used for a project in the rainforest that directly and exclusively serves non-profit purposes. Every resolution to amend the Statutes of association must be submitted to the competent tax office before being registered at the registry court.

### **ARTICLE 3: ACQUISITION OF MEMBERSHIP**

European municipal and territorial authorities as well as organisations of indigenous peoples of Amazonia and other rainforest regions may become members, if they have given their agreement to the Climate Alliance goals and principles. Federal states, provinces and other regional structures as well as non-governmental organisations (NGOs) can become associate members. This gives them the right to participate in the association's activities and receive information on these. The Executive Board decides on written applications for membership.

### **ARTICLE 4: TERMINATION OF MEMBERSHIP**

A member may withdraw from the association at any time by submitting a written statement to that effect to a member of the Executive Board. A member can be expelled from the association if the member's conduct is flagrantly contrary to the interests of the association. The General Assembly decides on exclusion by a three quarters majority of the votes cast.

### **ARTICLE 5: MEMBERSHIP DUES**

An annual membership fee is paid by each municipality and each administrative district. This is calculated on the basis of the population. The amount of the membership fee is set out in the Climate Alliance Rules of Procedure. For municipalities and administrative districts from Eastern European countries, there is a reduced membership fee. The peoples of the rainforests are under no obligation to pay dues. The Executive Board fixes the membership dues of associate members.

### **ARTICLE 6: EXECUTIVE BODIES OF THE ASSOCIATION**

The executive bodies of the association are

- a) the Executive Board
- b) the General Assembly

### **ARTICLE 7: THE EXECUTIVE BOARD**

The Executive Board of the association consists of at least four and at most 13 persons, namely

- the President
- the Vice President
- the Treasurer
- the Keeper of the Minutes
- up to nine further persons

Judicial and extrajudicial representation of the association is to be undertaken by two members of the Board, including either the President or the Vice President.

The Board constitutes a quorum if at least four of its members take part. Resolutions are passed by a simple majority among those present. Passing of resolutions by the Board can be effected in presence, in hybrid format or in virtual meetings as well as outside a meeting in text form; in these cases, too, a simple majority of the valid votes cast is sufficient. In the case of the resignation by a member of the Board, the “remainder of the Board” itself elects a successor.

#### **ARTICLE 8: THE RESPONSIBILITIES OF THE EXECUTIVE BOARD**

The Executive Board conducts all day-to-day business of the association provided that it is not delegated to the General Assembly by the Statutes, and manages the association's assets on an honorary basis. It shall employ an executive director and a secretariat. It is entrusted in particular with the following duties:

- 1) Preparatory arrangements for the General Assembly and planning the agenda;
- 2) Convening the General Assembly;
- 3) Execution of the resolutions of the General Assembly;
- 4) Drawing up a budget for each business year; accounting; compilation of an annual report;
- 5) Human resources, including the conclusion and termination of employment contracts;
- 6) Public relations;
- 7) Admission of new members;
- 8) Fixing the membership dues for associate members;
- 9) Fiduciary management of project funds.

#### **ARTICLE 9: TERM OF OFFICE AND COMPOSITION OF THE EXECUTIVE BOARD**

The Executive Board is elected by the General Assembly for a two-year term, beginning on the day of the election; its members remain in office, however, until the next election of the Board. Each member of the Board is elected separately.

Executive Board members should be of different nationalities. Equal representation of members in terms of gender shall be pursued. The Executive Board should include representation from the Coordinating Body of Indigenous Organisations of the Amazon Basin (COICA).

#### **ARTICLE 10: MANAGEMENT, SPECIAL REPRESENTATION**

To carry out its management tasks including those related to human resources, bookkeeping and office management, the Executive Board may, within the limits of budgetary possibilities, employ staff, also serving as management.

The General Assembly may also nominate a managing director proposed by the executive board as its special representative in accordance with § 30 of the German Civil Code (BGB) for certain business matters. In case of doubt, the power of attorney shall extend to all legal transactions typically entailed by said business matters.

#### **ARTICLE 11: THE GENERAL ASSEMBLY**

In the General Assembly, each member has one vote. To exercise the right to vote another member as defined by article 3, sentence 1 or any natural person at will can be appointed as a proxy in writing. Separate authorisation must be issued for each General Assembly. An authorised person or an authorised member may exercise the right to vote for not more than seven members.

The General Assembly is responsible for all matters that have not been assigned to another executive body of the association. In matters that fall under the purview of the Executive Board, the General Assembly can submit recommendations to the Board. In such matters the Executive Board, for its part, can obtain the opinion of the General Assembly.

#### **ARTICLE 12: CONVOCAATION OF THE GENERAL ASSEMBLY**

A General Assembly shall take place annually. The General Assembly must also be convened whenever the association's interest may require it or whenever such convocation may be demanded in writing to the Executive Board by one tenth of the members representing at least four nations, whereby the purpose and reason for convocation must be stated. Each General Assembly must be convened in text form with at six weeks' notice by the President or the Vice President. The invitation must include a provisional statement of the agenda as fixed by the Executive Board.

Any member can propose an addition to the agenda to the Executive Board in text form, as long as this is done at least one week before the General Assembly. This does not apply to changes in the Statutes or election of the Executive Board.

The chairperson of the must announce the addition at the beginning of the General Assembly.

### **ARTICLE 13: VOTING IN THE GENERAL ASSEMBLY**

The General Assembly elects a chairperson of the assembly from among its members. Inasmuch as the Statutes of the association do not stipulate otherwise, a resolution of the General Assembly is passed if endorsed by a majority of the valid votes cast. Amendment of the Statutes of association requires a two thirds majority. Votes must be taken in writing if so moved by one third of the members take part in the vote in question.

Minutes of the resolutions of the General Assembly must be taken and signed by the chairperson and the Secretary appointed in advance by the Executive Board. They have to include the following: the place and time of the meeting, the identities of the chairperson and the recording clerk, the number of members in attendance, the agenda, the results of each vote and the manner of voting. In the case of amendment of the Statutes of association, the exact wording has to be stated.

In order to promote the participation of as many members as possible, the General Assembly can be held as an in-person meeting or as a virtual meeting via telephone, video or internet. The General Assembly may also make use of a mixture of the various meeting and decision-making forms. Neither participation nor the agreement of all members is necessary for this; silence is considered as abstention. Further details may be regulated by the Executive Board in the Rules of Procedure.

### **ARTICLE 14: DISSOLUTION OF THE ASSOCIATION AND ALLOTTEES**

The decision to disband the association can only be made in a General Assembly by a three fourths majority of valid votes casted. Inasmuch as the General Assembly does not decide otherwise, two members of the Executive Board are to be appointed as jointly authorised liquidators.

*The Statutes of Association were drawn up in the founders Assembly of 30 March 1992 and amended by the General Assembly on 8 May 2014 in Luxembourg; a new version was voted by the General Assembly on 26 September 2019 in Rostock and revised by the General Assembly on 18 October 2023 in Modena.*

#### **THE CLIMATE ALLIANCE**

For over 30 years, Climate Alliance member municipalities have been acting in partnership with indigenous rainforest peoples for the benefit of the global climate. With nearly 2,000 members spread across more than 25 countries, Climate Alliance is Europe's largest city network dedicated to comprehensive and equitable climate action. Recognising the impact our lifestyles can have on the world's most vulnerable people and places, Climate Alliance pairs local action with global responsibility. [climatealliance.org](https://climatealliance.org)